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UNISOURCE ENERGY CORP
Form S-8
September 09, 2002

As filed with the Securities and Exchange Commission on September 9, 2002
Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UNISOURCE ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Arizona
(State or other jurisdiction of
incorporation or organization)

86-0786732
(I.R.S. Employer
Identification No.)

One South Church Avenue
Tucson, Arizona 85701
(Address of principal executive offices)

UNISOURCE ENERGY CORPORATION 1994 OUTSIDE DIRECTOR STOCK OPTION PLAN
(Full title of the plan)

Vincent Nitido, Jr.
Vice President, General Counsel & Corporate Secretary
UniSource Energy Corporation
One South Church Avenue
Tucson, Arizona 85701
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (520) 571-4000

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, no par value	204,000 (1) shares	\$16.72 (2)	\$3,410,880 (2)	\$313.81 (2)

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PART I

INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information) will be sent or given to employees as specified by Securities Act Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Securities Act Rule 424. These documents, which include the statement of availability required by Item 2 of Form S-8, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Form S-8 (Part II hereof), taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

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PART II

INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents of UniSource Energy Corporation (the "Company") filed with the Commission is incorporated herein by reference:

- (a) The Registration Statement on Form S-8 of the Company relating to the Plan filed with the Commission on January 6, 1998 (registration number 333-43765);
- (b) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2001, filed with the Commission on March 7, 2002;
- (c) The Company's Quarterly Reports on Form 10-Q for its fiscal quarters ended March 31, 2002 and June 30, 2002, filed with the Commission on May 10, 2002 and August 9, 2002, respectively;
- (d) The Company's Current Report on Form 8-K filed with the Commission on August 9, 2002; and
- (e) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A, filed with the Commission on December 23, 1997 and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities and Exchange Act of 1934, as amended

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(the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The validity of the original issuance of the Common Stock registered hereby is passed on for the Company by Vincent Nitido, Jr. Mr. Nitido is the Vice President, General Counsel & Corporate Secretary of the Company and is compensated by the Company as an employee.

ITEM 8. EXHIBITS

See the attached Exhibit Index at page 6.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tucson, State of Arizona, on the 6th day of August, 2002.

By: /S/ JAMES S. PIGNATELLI

James S. Pignatelli
Chairman, President
and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Dennis R. Nelson and Vincent Nitido, Jr., or either of them individually, his or her true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/S/ JAMES S. PIGNATELLI ----- James S. Pignatelli	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	August 6, 2002
/S/ KEVIN P. LARSON ----- Kevin P. Larson	Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	August 6, 2002
/S/ KAREN G. KISSINGER ----- Karen G. Kissinger	Vice President, Controller and Principal Accounting Officer (Principal Accounting Officer)	August 7, 2002
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/S/ LAWRENCE J. ALDRICH ----- Lawrence J. Aldrich	Director	August 2, 2002
/S/ LARRY W. BICKLE ----- Larry W. Bickle	Director	August 5, 2002
/S/ ELIZABETH T. BILBY ----- Elizabeth T. Bilby	Director	August 2, 2002
/S/ HAROLD W. BURLINGAME ----- Harold W. Burlingame	Director	August 2, 2002
/S/ JOHN L. CARTER -----	Director	August 2, 2002

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John L. Carter

/S/ DANIEL W. L. FESSLER Director August 2, 2002

Daniel W. L. Fessler

/S/ KENNETH HANDY Director August 2, 2002

Kenneth Handy

/S/ WARREN Y. JOBE Director August 2, 2002

Warren Y. Jobe

/S/ H. WILSON SUNDT Director August 2, 2002

H. Wilson Sundt

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EXHIBIT INDEX

Exhibit NUMBER	DESCRIPTION OF EXHIBIT
4.1	UniSource Energy Corporation Amended and Restated 1994 Outside Director Stock Option Plan.*
4.2	UniSource Energy Corporation Director Stock Unit Award Program.
5.	Opinion of Counsel (opinion re legality).
23.1	Consent of PricewaterhouseCoopers LLP (Consent of Independent Accountants).
23.2	Consent of Counsel (included in Exhibit 5).
24.	Power of Attorney (included in this Registration Statement under "Signatures").

* Filed as Appendix B to the Company's Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, filed with the Commission on March 28, 2002 (SEC File No. 001-13739) and incorporated herein by this reference.